

MDP 4-23-99  
CUTNER

05-03-1999



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*Cutner & Associates, P.C.*

COUNSELLORS AT LAW

641 LEXINGTON AVENUE  
NEW YORK, NEW YORK 10022

April 23, 1999

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RECORDATION FORM COVER SHEET - TRADEMARKS

Assistant Commissioner for Trademarks  
Box Assignments  
Washington DC 20231

Attn: BOX ASSIGNMENTS FEE

Re: Recordal of Assignment  
Assignor: ARCADE, INC.  
Assignee: ARCADE MARKETING, INC.  
Trademarks: Reg. No. 1,257,538 **SCENTSTRIP**  
Reg. No. 1,818,578 **SNIFFY**  
Reg. No. 1,849,234 **SCENT SEAL**  
Reg. No. 1,928,276 **ARCADE**  
Reg. No. 1,930,422 **DISC/COVER**  
Reg. No. 2,078,154 **ARCADE**  
Reg. No. 2,221,966 **SMELL THE TASTE**  
Reg. No. 2,234,968 **SMELL THE TASTE**  
Ser. No. 74/653,306 **AROMASEAL**  
Ser. No. 75/203,825 **POUCHPAK**  
Ser. No. 75/223,162 **BEAUTISEAL**  
Ser. No. 75/276,807 **POWDASEAL**  
Ser. No. 75/304,811 **LIQUATOUCH**  
Ser. No. 75/318,613 **POWDASTRIP**  
Ser. No. 75/318,614 **POWDATOUCH**  
Ser. No. 75/530,810 **LIPSEAL**  
Our Ref.: 1003

Certificate of Express Mail Pursuant to 37 C.F.R., §1.10

"Express Mail" mailing label number EL284988414US

I hereby certify that this correspondence is addressed to the Assistant Commissioner for Trademarks, Box Assignments, Washington DC 20231, and is being deposited with the United States Postal Service "Express Mail Post Office to Addressee" service on 4/23/99

Judith F. Burns Printed Name  
Judith F. Burns Signature  
4/23/99 Signature Date

04/29/1999 JSHABAZZ 00000180 1257538

01 FC:481  
02 FC:482

Sir:

40.00 DP  
375.00 DP

Please record the attached original documents or copy thereof:

1. Name of conveying party(ies):

Arcade, Inc., a corporation organized and existing under the laws of the State of Tennessee.

2. Name and address of receiving party(ies):

Arcade Marketing, Inc., a corporation organized and existing under the laws of the State of Delaware, located and doing business at 1815 East Main Street, Chattanooga, Tennessee, 37404.

3. Nature of conveyance:

Merger  
Effective date: December 15, 1997

4. Trademark Application/Registration Numbers:

- Reg. No. 1,257,538 **SCENTSTRIP**
- Reg. No. 1,818,578 **SNIFFY**
- Reg. No. 1,849,234 **SCENT SEAL**
- Reg. No. 1,928,276 **ARCADE**
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- Ser. No. 75/318,614 **POWDATOUCH**
- Ser. No. 75/530,810 **LIPSEAL**

5. Please address all correspondence in this matter to:

David A. Cutner  
Cutner & Associates, P.C.  
641 Lexington Avenue  
New York, New York 10022  
(212) 759-1818

6. Total number of applications and registrations involved: 16

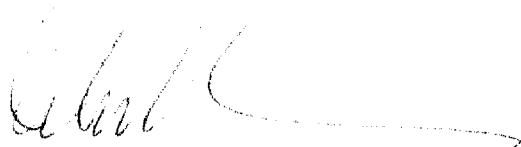
*Cutner & Associates, P. C.*

7. Total fee enclosed: \$415

8. Also enclosed is Certificate of Express Mail, label No. EL284988414US and an acknowledgment postcard.

9. To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Sincerely,

A handwritten signature in black ink, appearing to read "Debra I. Resnick", with a long horizontal flourish extending to the right.

Debra I. Resnick

DIR:jfb  
Enclosures

Total number of pages comprising cover sheet: 3

*State of Delaware*  
*Office of the Secretary of State* PAGE 1

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"ARCADE INC.", A TENNESSEE CORPORATION,

WITH AND INTO "ARCADE MARKETING, INC." UNDER THE NAME OF "ARCADE MARKETING, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIFTEENTH DAY OF DECEMBER, A.D. 1997, AT 3:45 O'CLOCK P.M.



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A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION: 9702129

DATE: 04-22-99

TRADEMARK  
REEL: 1890 FRAME: 0659

**CERTIFICATE OF OWNERSHIP AND MERGER  
MERCING  
ARCADE INC.  
INTO  
ARCADE MARKETING, INC.  
(FORMERLY ARCADE HOLDING CORPORATION)**

**(PURSUANT TO SECTION 253 OF THE GENERAL  
CORPORATION LAW OF DELAWARE)**

Arcade Marketing, Inc. (formerly Arcade Holding Corporation), a Delaware corporation (the "Corporation"), does hereby certify:

**FIRST:** That the Corporation is incorporated pursuant to the General Corporation Law of the State of Delaware (the "DGCL").

**SECOND:** That the Corporation owns all of the outstanding shares of each class of the capital stock of Arcade, Inc., a Tennessee corporation, incorporated pursuant to the Tennessee Business Corporation Act.

**THIRD:** That the Corporation, by the following resolutions of its sole director, duly adopted on the 15<sup>th</sup> day of December, 1997, authorized and approved the merger of Arcade into the Corporation on the terms and conditions set forth in such resolutions:

WHEREAS, it is proposed that Arcade, Inc., a Tennessee corporation and a wholly-owned subsidiary of the Corporation ("Arcade"), be merged with and into the Corporation, with the Corporation being the surviving corporation.

NOW, THEREFORE, BE IT RESOLVED, that the Corporation merge its wholly-owned subsidiary, Arcade, into itself pursuant to Section 253 of the DGCL and Section 48-21-105 of the Tennessee Business Corporation Act (the "Merger"), and pursuant to and upon consummation of the Merger, assume all of Arcade's liabilities and obligations and cancel each share of capital stock of Arcade theretofore outstanding so that such shares shall automatically cease to be outstanding;

FURTHER RESOLVED, that the Merger is intended to qualify as a tax-free liquidation of Arcade by means of a merger, pursuant to Sections 332 and 337 of the Internal Revenue Code of 1986, as amended;

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STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 03:45 PM 12/15/1997  
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**TRADEMARK  
REEL: 1890 FRAME: 0660**

**FURTHER RESOLVED**, that the Chairman of the Board, the President, the Chief Financial Officer, any Vice President, the Treasurer, the Secretary and any Assistant Secretary (each a "**Proper Officer**") of the Corporation, any one of whom may act without the joinder of any of the others, be, and they hereby are, authorized, empowered, and directed, for and on behalf and in the name of the Corporation, to make, execute, certify and deliver and acknowledge Articles of Merger (herein so called) and a Certificate of Ownership and Merger (herein so called), which Certificate of Ownership and Merger shall set forth these resolutions and the date of adoption thereof, and to cause the Articles of Merger and Certificate of Ownership and Merger to be filed in the office of the Secretary of State of Tennessee and the Secretary of State of Delaware, respectively, and to do or cause to be done any and all such other acts and things as they, or any of them, may deem necessary or advisable to make effective or implement the intent and purposes of the foregoing resolutions, and any such document so executed or act or thing done or caused to be done by them, or any of them, shall be conclusive evidence of their or his authority in so doing; and

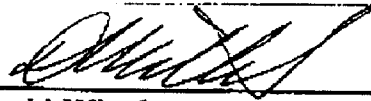
**FURTHER RESOLVED**, that each Proper Officer of the Corporation, any one of whom may act without the joinder of any of the others, be, and they hereby are, authorized, empowered, and directed, for and on behalf and in the name of the Corporation, to take any further action and to do all things that they, or any of them, may deem necessary, appropriate or advisable to effect the Merger, including, without limitation, preparing and filing such regulatory applications, notices, or other documents as may be required by the appropriate regulatory authorities, and any such action taken by any Proper Officer shall be conclusive evidence of their of his authority in so doing.

[The remainder of this page is intentionally left blank]

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Ownership and Merger to be signed this 5<sup>th</sup> day of December, 1997.

ARCADE MARKETING, INC.

By: \_\_\_\_\_



David Wittels  
Vice President and  
Assistant Secretary